SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)

RYKOFF-SEXTON, INC. (Name of Issuer)

Common Stock, Par Value \$.10 Per Share (Title of Class of Securities)

783759103

(CUSIP Number)

c/o Merrill Lynch Capital Partners, Inc. 225 Liberty Street New York, New York 10080-6123 Attention: James V. Caruso Telephone: (212) 236-7753 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Marcia L. Tu, Esq. Merrill Lynch & Co., Inc. World Financial Center North Tower New York, New York 10281-1323 Telephone: (212) 449-8412

December 23, 1997 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [_].

CUSIP No. 783759103

(1)Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH & CO., INC. (2)Check the Appropriate Box if a Member of Group (See Instructions) (a) (b) (3) SEC Use Only Sources of Funds (See Instructions) (4)00 Check if Disclosure of Legal Proceedings is Required Pursuant to (5) Items 2(d) or 2(e). Citizenship or Place of Organization (6) Delaware Number of (7) Sole Voting Power -0-Shares (8) Shared Voting Power Beneficially -0-Owned by (9) Sole Dispositive Power Each -0-Reporting Person (10) Shared Dispositive Power -0-With Aggregate Amount Beneficially Owned by Each Reporting Person (11)-0-(12)Check if the Aggregate Amount in Row (11) Excludes Certain Shares

(See Instructions)

- (13) Percent of Class Represented by Amount in Row (11) -0-%
- (14) Type of Reporting Person (See Instructions) HC, CO

CUSIP No. 783759103

(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH GROUP, INC.						
(2)	Check	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)						
(3)	SEC U	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00						
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items $2(d)$ or $2(e)$.						
(6)	Citizenship or Place of Organization Delaware						
Number Shares		(7)	Sole Voting Power	-0-			
Benefici Owned b	ally	(8)	Shared Voting Power	-0-			
Each Reporti	-	(9)	Sole Dispositive Power	-0-			
Person With	L J	(10)	Shared Dispositive Power	-0-			
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-						
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
(13)	Percent of Class Represented by Amount in Row (11) $-0\mathchar`-$						
(14)	Type of Reporting Person (See Instructions) HC, CO						

CUSIP No. 783759103

- (1) Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH MBP INC.
- (2) Check the Appropriate Box if a Member of Group (See Instructions)
 [__] (a)
 [] (b)

(3) SEC Use Only

- (4) Sources of Funds (See Instructions) 00
 (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).
 (6) Citizenship or Place of Organization Delaware
- Number of
Shares(7)Sole Voting Power-0-SharesBeneficially
Owned by
Each
Reporting
Person(8)Shared Voting Power-0-Owned by
Bach
Power-0--0-Owned by
Commendation-0--0-Owned by
Bach
Power-0--0-Owned by
Bach
Power-0--0-Owned by
Bach
Power-0--0-Owned by
Bach
Power-0--0-Owned by
Bach
Power-0--0-Owned by
Power-0--0-Owned by
Power-0--0-Owned by
Power-0--0-Dispositive Power-0-Person(10)Shared Dispositive Power-0--0--0-

With

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) CO					
QUALD N	- 703750103					
CUSIP N	o. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERCHANT BANKING L.P. NO. II					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					
(6)	Citizenship or Place of Organization Delaware					
Number	of (7) Sole Voting Power -0-					
Share Benefic						
Owned Each	by					
Report	ing					
Perso Wit						
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) PN					
CUSIP N	o. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH CAPITAL PARTNERS, INC.					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					

Number Shares		(7) Sole Voting Power -0-					
Benefici	ally	(8) Shared Voting Power -0-					
Owned b Each	-	(9) Sole Dispositive Power -0-					
Reporting Person With		(10) Shared Dispositive Power -0-					
(11)	Aggre	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)		Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Perce	t of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) CO						
CUSIP No	. 7837	9103					
(1)		f Reporting Person r I.R.S. Identification No. of Above Person ML EMPLOYEES LBO MANAGERS, INC.					
		ME EMPHOTEES IDO MANAGENS, INC.					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)						
[] []	(a) (b)						
(3)	SEC Use Only						
(4)	Sources of Funds (See Instructions) 00						
(5)		Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					
(6)	Citizenship or Place of Organization Delaware						
Number	of	(7) Sole Voting Power -0-					
Shares Benefici		(8) Shared Voting Power -0-					
Owned b Each	уу	(9) Sole Dispositive Power -0-					
Reporti Person With	1	(10) Shared Dispositive Power -0-					
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-						
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
(13)	Percent of Class Represented by Amount in Row (11) -0-%						
(14)	Type of Reporting Person (See Instructions) CO						
CUSIP No. 783759103							

(2) Check the Appropriate Box if a Member of Group (See Instructions)

[___] [___]

(3) SEC Use Only

(a)

(b)

(4) Sources of Funds (See Instructions) 00

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e). Citizenship or Place of Organization (6) Delaware Number of (7) Sole Voting Power -0-Shares Beneficially (8) Shared Voting Power -0-Owned by (9) Sole Dispositive Power Each -0-Reporting Person (10) Shared Dispositive Power -0-With (11) Aggregate Amount Beneficially Owned by Each Reporting Person -0-(12)Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) (13)Percent of Class Represented by Amount in Row (11) -0-% (14)Type of Reporting Person (See Instructions) PN CUSIP No. 783759103 (1)Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH LBO PARTNERS NO. IV, L.P. (2) Check the Appropriate Box if a Member of Group (See Instructions) (a) (b) SEC Use Only (3)(4) Sources of Funds (See Instructions) 00 Check if Disclosure of Legal Proceedings is Required Pursuant to (5) Items 2(d) or 2(e). (6) Citizenship or Place of Organization Delaware (7) Sole Voting Power -0-Number of Shares Beneficially (8) Shared Voting Power -0-Owned by Each (9) Sole Dispositive Power -0-Reporting Person (10) Shared Dispositive Power -0-With (11)Aggregate Amount Beneficially Owned by Each Reporting Person -0-(12)Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) (13)Percent of Class Represented by Amount in Row (11) -0-% (14)Type of Reporting Person (See Instructions) ΡN

CUSIP No. 783759103

(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					
(6)	Citizenship or Place of Organization Delaware					
Number Shares						
Benefici Owned b	ally (8) Shared Voting Power -0-					
Each Reporti	(9) Sole Dispositive Power -0-					
Persor With	(10) Shared Dispositive Power -0-					
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0\text{-}\%$					
(14)	Type of Reporting Person (See Instructions) PN					

CUSIP No. 783759103

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Name of Reporting Person
(1)
        S.S. or I.R.S. Identification No. of Above Person
                 ML OFFSHORE LBO PARTNERSHIP NO. XIII
(2)
        Check the Appropriate Box if a Member of Group (See Instructions)
            (a)
            (b)
(3)
        SEC Use Only
(4)
        Sources of Funds (See Instructions)
                                                 00
        Check if Disclosure of Legal Proceedings is Required Pursuant to
(5)
        Items 2(d) or 2(e).
(6)
        Citizenship or Place of Organization
                                                 Delaware
Number of
               (7) Sole Voting Power
                                                 -0-
 Shares
Beneficially
               (8) Shared Voting Power
                                                 -0-
Owned by
  Each
               (9) Sole Dispositive Power
                                                 -0-
Reporting
               (10) Shared Dispositive Power
                                                 -0-
 Person
   With
(11)
        Aggregate Amount Beneficially Owned by Each Reporting Person
                                                                        -0-
(12)
        Check if the Aggregate Amount in Row (11) Excludes Certain Shares
           (See Instructions)
(13)
         Percent of Class Represented by Amount in Row (11)
                                                               -0-%
(14)
        Type of Reporting Person (See Instructions) PN
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(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH LBO PARTNERS NO. B-IV, L.P.						
(2)	Check the Appropriate Box if a Member of Group (See Instructions)						
[] []	(a) (b)						
(3)	SEC Use Only						
(4)	Sources of Funds (See Instructions) 00						
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).						
(6)	Citizenship or Place of Organization Delaware						
Number							
Shares Benefici	ally (8) Shared Voting Power -0-						
Owned b Each	(9) Sole Dispositive Power -0-						
Reporti Persor Witł	(10) Shared Dispositive Power -0-						
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-						
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
(13)	Percent of Class Represented by Amount in Row (11) -0-%						
(14)	Type of Reporting Person (See Instructions) PN						
CUSIP No	o. 783759103						
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH CAPITAL APPRECIATION PARTNERSHIP NO. B-XVIII, L.P.						
(2)	Check the Appropriate Box if a Member of Group (See Instructions)						
[] []	(a) (b)						
(3)	SEC Use Only						
(4)	Sources of Funds (See Instructions) 00						
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).						
(6)	Citizenship or Place of Organization Delaware						
Number Shares							
Benefici Owned k	ally (8) Shared Voting Power -0-						
Each Reporti	(9) Sole Dispositive Power -0-						
Persor With	(10) Shared Dispositive Power -0-						
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-						
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$						
(14)	Type of Reporting Person (See Instructions) PN						

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(1)
        Name of Reporting Person
         S.S. or I.R.S. Identification No. of Above Person
              ML OFFSHORE LBO PARTNERSHIP NO. B-XVIII
(2)
         Check the Appropriate Box if a Member of Group (See Instructions)
            (a)
            (b)
(3)
         SEC Use Only
         Sources of Funds (See Instructions)
(4)
                                                 00
(5)
         Check if Disclosure of Legal Proceedings is Required Pursuant to
         Items 2(d) or 2(e).
        Citizenship or Place of Organization
(6)
                                                 Cayman Islands
               (7) Sole Voting Power
                                                 -0-
Number of
 Shares
               (8) Shared Voting Power
Beneficially
                                                 -0-
Owned by
  Each
               (9) Sole Dispositive Power
                                                 -0-
Reporting
 Person
               (10) Shared Dispositive Power
                                                 -0-
   With
(11)
         Aggregate Amount Beneficially Owned by Each Reporting Person
                                                                          -0-
(12)
         Check if the Aggregate Amount in Row (11) Excludes Certain Shares
           (See Instructions)
         Percent of Class Represented by Amount in Row (11)
                                                               -0-%
(13)
(14)
         Type of Reporting Person (See Instructions) HC, CO
CUSIP No. 783759103
        Name of Reporting Person
(1)
         S.S. or I.R.S. Identification No. of Above Person
                  MLCP ASSOCIATES L.P. NO. II
(2)
         Check the Appropriate Box if a Member of Group (See Instructions)
            (a)
            (b)
(3)
         SEC Use Only
(4)
         Sources of Funds (See Instructions)
                                                 00
         Check if Disclosure of Legal Proceedings is Required Pursuant to
(5)
         Items 2(d) or 2(e).
(6)
         Citizenship or Place of Organization
                                                 Delaware
Number of
               (7) Sole Voting Power
                                                 -0-
 Shares
Beneficially
               (8) Shared Voting Power
                                                 -0-
Owned by
               (9) Sole Dispositive Power
  Each
                                                 -0-
Reporting
               (10) Shared Dispositive Power
                                                 -0-
 Person
   With
(11)
         Aggregate Amount Beneficially Owned by Each Reporting Person
                                                                         -0-
         Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(12)
           (See Instructions)
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CUSIP No. 783759103

(13)Percent of Class Represented by Amount in Row (11) -0-8 (14)Type of Reporting Person (See Instructions) PN CUSIP No. 783759103 Name of Reporting Person (1)S.S. or I.R.S. Identification No. of Above Person MLCP ASSOCIATES L.P. NO. IV (2) Check the Appropriate Box if a Member of Group (See Instructions) (a) (b) (3) SEC Use Only (4) Sources of Funds (See Instructions) 00 (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e). Citizenship or Place of Organization (6) Delaware (7) Sole Voting Power -0-Number of Shares Beneficially (8) Shared Voting Power -0-Owned by (9) Sole Dispositive Power -0-Each Reporting Person (10) Shared Dispositive Power -0-With (11) Aggregate Amount Beneficially Owned by Each Reporting Person -0-(12)Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) Percent of Class Represented by Amount in Row (11) (13)-0-% (14)Type of Reporting Person (See Instructions) PN

CUSIP No. 783759103

(1)Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person ML IBK POSITIONS, INC.

(2) Check the Appropriate Box if a Member of Group (See Instructions)

(b)

SEC Use Only (3)

(a)

(4) Sources of Funds (See Instructions) 00

Check if Disclosure of Legal Proceedings is Required Pursuant to (5)Items 2(d) or 2(e).

Citizenship or Place of Organization (6) Delaware

Number of Shares	(7)	Sole Voting Power	-0-
Beneficially	(8)	Shared Voting Power	-0-
Owned by			
Each	(9)	Sole Dispositive Power	-0-
Reporting			
Person	(10)	Shared Dispositive Power	-0-
With			

(1.0)						
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) CO					
CUSIP No	. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person KECALP INC.					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					
(6)	Citizenship or Place of Organization Delaware					
Number Shares						
Benefici	ally (8) Shared Voting Power -0-					
Owned b Each	(9) Sole Dispositive Power -0-					
Reporti Person With	(10) Shared Dispositive Power -0-					
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) CO					
CUSIP No	. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH KECALP L.P. 1987					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items $2(d)$ or $2(e)$.					
(6)	Citizenship or Place of Organization Delaware					
Number						
Shares Benefici	ally (8) Shared Voting Power -0-					
Owned b Each	Y (9) Sole Dispositive Power -0-					
Reporti Person With	(10) Shared Dispositive Power -0-					
(11)	Aggregate Amount Reneficially Owned by Each Reporting Person -0-					

(11) Aggregate Amount Beneficially Owned by Each Reporting Person -0-

(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) -0-%					
(14)	Type of Reporting Person (See Instructions) PN					
CUSIP No	. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH KECALP L.P. 1991					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).					
(6)	Citizenship or Place of Organization Delaware					
Number						
Shares Benefici	ally (8) Shared Voting Power -0-					
Owned b Each	(9) Sole Dispositive Power -0-					
Reporti Person With	(10) Shared Dispositive Power -0-					
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person -0-					
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
(13)	Percent of Class Represented by Amount in Row (11) $-0-\%$					
(14)	Type of Reporting Person (See Instructions) PN					
CUSIP No	. 783759103					
(1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person MERRILL LYNCH KECALP L.P. 1994					
(2)	Check the Appropriate Box if a Member of Group (See Instructions)					
[] []	(a) (b)					
(3)	SEC Use Only					
(4)	Sources of Funds (See Instructions) 00					
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items $2(d)$ or $2(e)$.					
(6) Citizenship or Place of Organization Delaware						
Number						
Shares Benefici	ally (8) Shared Voting Power -0-					
Owned b Each	Y (9) Sole Dispositive Power -0-					
Reporti Person With	g (10) Shared Dispositive Power -0-					
** + + + + + + + + + + + + + + + + + +						

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person -0-
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- (13) Percent of Class Represented by Amount in Row (11) -0-%
- (14) Type of Reporting Person (See Instructions) PN

Item 1 of the Schedule 13D is hereby amended in its entirety to read as follows:

"Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D relates to the common stock, par value \$.10 per share (the "Issuer Common Stock"), of Rykoff-Sexton, Inc., a Delaware corporation (the "Issuer"), and is being filed on behalf of the Filing ML Entities to amend the Schedule 13D filed on May 28, 1996, as amended by Amendment No. 1 filed as of July 7, 1997 (such Schedule 13D as amended by Amendment No. 1 being referred to herein as the "Schedule 13D"). The address of the Issuer's principal executive offices is 1050 Warrenville Road, Lisle, Illinois 60523-5201. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the respective meanings set forth in the Schedule 13D."

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

"Item 5. Interest in Securities of the Issuer.

For each Filing ML Entity, the information contained in Items 7-11 and Item 13 on the applicable cover page hereto regarding such Filing ML Entity is hereby incorporated herein by reference.

The merger of the Issuer with and into Hudson, a wholly owned subsidiary of JPFI, was completed on December 23, 1997 (the "JPFI Merger"). Pursuant to the terms and conditions of the JPFI Merger Agreement, as amended, each outstanding share of Issuer Common Stock was converted into the right to receive 0.775 of a share of common stock, par value \$.01 per share of JPFI ("JPFI Common Stock"). Holders of Issuer Common Stock received cash in lieu of fractional shares of JPFI Common Stock in the JPFI Merger."

Signature

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

January 2, 1998

MERRILL LYNCH CAPITAL PARTNERS, INC.

By:	/s/	James	v.	Caruso
Name:		James	v.	Caruso
Title:		Vice 1	Pres	sident